Amendment to the Agreement Between Xspedius Communications, LLC and BellSouth Telecommunications, Inc. Dated December 30, 2002

Pursuant to this Amendment, (the "Amendment"), Xspedius Communications, LLC (Xspedius), and BellSouth Telecommunications, Inc. (BellSouth), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated December 30, 2002(Agreement) to be effective 30 (thirty) days after the date of the last signature executing the Amendment (Effective Date).

WHEREAS, BellSouth and Xspedius entered into the Agreement on December 30, 2002, and;

NOW, THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties agree to add the following provision to Attachment 2 and the Associated rates as set forth in Exhibit A of this Amendment, attached hereto and incorporated herein by this reference.

8.3.6 <u>Rearrangements</u>

- 8.3.6.1 Rearrangement of a dedicated transport or combination that includes dedicated transport that requires a CFA change: A request to move a working Xspedius circuit from one CFA to another Xspedius CFA, where both CFAs terminate in the same BellSouth Central Office (Change in CFA), shall not constitute the establishment of new service. The applicable rates set forth in Exhibit A shall apply.
- 8.3.6.2 Requests to reterminate one end of a facility that is not a Change in CFA constitute the establishment of new service and require disconnection of existing service and the applicable rates set forth in Exhibit A shall apply.

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- 8.3.6.3 Upon request of Xspedius, BellSouth shall project manage the Change in CFA or retermination of Dedicated Transport and combinations that include transport as described in Sections 6.12.1 and 6.12.2 above.

 Xspedius may request OC-TS for such orders, and such OC-TS will be available at times designated by Xspedius twenty-four (24) hours a day, seven (7) days a week except on National Holidays.
- 8.3.6.4 BellSouth shall accept a LOA between Xspedius and another carrier that will allow Xspedius to connect Dedicated Transport or Combination that includes Dedicated Transport to the other carrier's collocation space or to another carrier's CFA.
- 8.3.6.5 Rearrangement of an EEL to a standalone UNE-L that requires a CFA change: Xspedius may utilize the EEL to UNE-L retermination process, as described in BellSouth's Enhanced Extended Link (EEL) to Unbundled Network Element-Loop (UNE-L) Re-Termination guide, available at http://interconnection.bellsouth.com/guides, to disconnect an EEL circuit and reterminate the Loop portion of the former EEL circuit to a collocation arrangement in the customer Serving Wire Center as a standalone UNE-L. When using this process, the existing Loop portion of the EEL will be re-used and the resulting standalone Loop will be subject to the rates, terms and conditions for that particular Loop as set forth in this Attachment. This process will apply only to EELs that include as a part of its combination a DS1 Loop, UVL-SL2 Loop, 4-Wire UDL Loop (64, 56 kbs) and a 2-Wire ISDN Loop.
- 8.3.6.6 BellSouth shall charge the applicable EEL to UNE-L retermination rates found in Exhibit A. Xspedius shall also be charged applicable service order, collocation cross-connect and EEL disconnect charges, where such charges have not already been paid by Xspedius, as set forth in Exhibit A of this Attachment.
- 8.3.6.7 The EEL to UNE-L retermination process is not available when the rearrangement requires a dispatch outside the serving wire center where the Loop terminates. If an outside dispatch is required, or if Xspedius elects not to utilize the EEL to UNE-L retermination process, Xspedius must submit an LSR to disconnect the entire EEL circuit, and must submit a separate LSR for the requested standalone Loop. In such cases, Xspedius will be charged the EEL disconnect charges, where such charges have not already been paid by Xspedius, and the full nonrecurring rates for installation of a new Loop, as set forth in Exhibit A.
- 2. All of the other provisions of the Agreement, dated December 30, 2002, shall remain in full force and effect.
- 3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

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IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

BellSouth Telecommunications, Inc.

By:

Name: Kristen E. Shore

Title:

Director

Date:

Xspedius Communications, LLC

Name:

Service Rearrangement & Order Coordinated Time Specific Hot-Cut

UNBUNDL	ED NETWORK ELEMENTS - Alabama												Attachment:	2	Exhibit: C	
CATEGOR	Y RATE ELEMENTS	Interi m	Zone	BCS	usoc		RATES(\$)							Charge -	Incremental Charge - Manual Svc Order vs. Electronic-	Incremental Charge - Manual Svc Order vs. Electronic-
													1st	Add'l	Disc 1st	Disc Add'l
							Nonrec	urring	Nonrecurring	Disconnect			oss	Rates(\$)		
						Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	ED EXCHANGE ACCESS LOOP															
Re	arrangements															
	EEL to UNE-L Retermination, per 4 Wire Unbundled DS1 Loop			USL	UREEL		101.09	43.05								
	AL NETWORK ELEMENTS															
Se	rvice Rearrangements															
	NRC - Change in Facility Assignment per circuit Service Rearrangement	ı		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETD		101.09	43.05								
	NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)			U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETB		1.28	1.28								
	NRC - Order Coordination Specific Time - Dedicated Transport	T i		UNC1X	OCOSR		18.93	18.93								
				UNCVX, UNCDX, UNC1X, UNC3X, UNCSX, U1TD1, U1TD3, U1TS1, UE3, UDLSX, U1TVX, U1TDX, U1TUB, ULDVX, ULDD1, ULDD3,												
	Commingling Authorization			ULDS1	CMGAU	0.00	0.00	0.00	0.00	0.00						
	ED EXCHANGE ACCESS LOOP	ļ			ļ										ļ	
4-1	VIRE DS1 DIGITAL LOOP	ļ				ļ									ļ	
	4-Wire DS1 Digital Loop - Zone 1			USL, NTCD1	USLXX	82.55	252.47	157.54	44.70	11.71						
	4-Wire DS1 Digital Loop - Zone 2	<u> </u>		USL, NTCD1	USLXX	154.18	252.47	157.54	44.70	11.71						
	4-Wire DS1 Digital Loop - Zone 3	<u> </u>	3	USL, NTCD1	USLXX	314.52	252.47	157.54	44.70	11.71		l				

UNBUNDL	ED NETWORK ELEMENTS - Georgia												Attachment:	2	Exhibit: C	
CATEGOR	RATE ELEMENTS	Interi m	Zone	one BCS	usoc			RATES(\$)			Submitted Elec	Submitted	Charge - Manual Svc	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Charge -
\vdash		<u> </u>					Nonrec	urring	Nonrecurring	Disconnect			088	Rates(\$)		
						Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDL	ED EXCHANGE ACCESS LOOP															
Re	arrangements															
	EEL to UNE-L Retermination, per 4 Wire Unbundled DS1 Loop			USL	UREEL		100.91	42.97								
ADDITION/	AL NETWORK ELEMENTS															
Ser	rvice Rearrangements															
	NRC - Change in Facility Assignment per circuit Service Rearrangement	ı		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETD		100.91	42.97								
	NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed) NRC - Order Coordination Specific Time - Dedicated Transport	1			URETB OCOSR		1.28 18.89	1.28 18.89								
	Commingling Authorization			UNCVX, UNCDX, UNC1X, UNC3X, UNC5X, U1TD1, U1TD3, U1TS1, UE3, UDLSX, U1TVX, U1TDX, U1TUB, ULDVX, ULDD1, ULDD3, ULDS1	CMGAU	0.00	0.00	0.00	0.00	0.00						
LINDLIND	ED EXCHANGE ACCESS LOOP	!		ULDOI	CIVIGAU	0.00	0.00	0.00	0.00	0.00	-					
	WIRE DS1 DIGITAL LOOP	1									1					
4-V	4-Wire DS1 Digital Loop - Zone 1	1	1	USL, NTCD1	USLXX	41.02	211.93	72.49	38.24	7.20						
\vdash	4-Wire DS1 Digital Loop - Zone 1	 			USLXX	46.41	211.93	72.49		7.20						
 	4-Wire DS1 Digital Loop - Zone 3	1			USLXX	62.03	211.93	72.49		7.20		 			<u> </u>	

UNBUNDLE	D NETWORK ELEMENTS - Kentucky												Attachment:	2	Exhibit: C	
CATEGORY	RATE ELEMENTS	Interi m	Zone	BCS	USOC			RATES(\$)			Submitted Elec	Submitted	Charge - Manual Svc	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Charge -
\vdash	- 	1					Nonrec	urring	Nonrecurring	Disconnect			OSS	Rates(\$)		
						Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLE	D EXCHANGE ACCESS LOOP															
Rear	rrangements															
	EEL to UNE-L Retermination, per 4 Wire Unbundled DS1 Loop			USL	UREEL		101.09	43.04								
ADDITIONA	L NETWORK ELEMENTS															
Serv	vice Rearrangements						_									
	NRC - Change in Facility Assignment per circuit Service Rearrangement	ı		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETD		101.09	43.04								
	NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed) NRC - Order Coordination Specific Time - Dedicated Transport	1			URETB OCOSR		1.28 18.87	1.28 18.87								
	Commingling Authorization			UNCVX, UNCDX, UNC1X, UNC3X, UNC5X, U1TD1, U1TD3, U1TS1, UE3, UDLSX, U1TVX, U1TDX, U1TUB, ULDVX, ULDD1, ULDD3, ULDS1,	CMGAU	0.00	0.00	0.00	0.00	0.00						
I INDI INDI E	D EXCHANGE ACCESS LOOP	 		OLDOI	CIVIGAU	0.00	0.00	0.00	0.00	0.00	1		-	-	-	-
	IRE DS1 DIGITAL LOOP	1											+	-		
4-7/1	4-Wire DS1 Digital Loop - Zone 1	 	1	USL, NTCD1	USLXX	86.47	306.69	174.44	65.83	14.55			-	-	 	-
\vdash	4-Wire DS1 Digital Loop - Zone 1	1			USLXX	114.10	306.69	174.44	65.83	14.55	1	1	1	-		
\vdash	4-Wire DS1 Digital Loop - Zone 2	 			USLXX	297.76	306.69	174.44	65.83	14.55	1	1	1		†	

UNBU	NDLED N	ETWORK ELEMENTS - Louisiana												Attachment:	2	Exhibit: C	1
CATE	GORY	RATE ELEMENTS	Interi m	Zone	BCS	usoc								Charge -	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Charge -
								Nonrec	urring	Nonrecurring D	Disconnect		l .	oss	Rates(\$)	1	-
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBU	NDLED E	XCHANGE ACCESS LOOP															
		gements															
		EEL to UNE-L Retermination, per 4 Wire Unbundled DS1 Loop			USL	UREEL		100.93	42.98								L
ADDIT		ETWORK ELEMENTS															1
	Service	Rearrangements															
		NRC - Change in Facility Assignment per circuit Service Rearrangement	ı		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETD		100.93	42.98								
		NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	ı			URETB		1.28	1.28								
		NRC - Order Coordination Specific Time - Dedicated Transport	I		UNC1X	OCOSR		18.85	18.85								L
					UNCVX, UNCDX, UNC1X, UNC3X, UNCSX, U1TD1, U1TD3, U1TS1, UE3, UDLSX, U1TVX, U1TDX, U1TVX, U1TDX, ULDD1, ULDD3,												
		Commingling Authorization			ULDS1	CMGAU	0.00	0.00	0.00	0.00	0.00						+
ONRO		XCHANGE ACCESS LOOP	 													1	
-		DS1 DIGITAL LOOP	 	- 1	LICI NITODA	USLXX	0E 70	245.16	152.98							1	
		4-Wire DS1 Digital Loop - Zone 1	-			USLXX	85.70 194.96	245.16	152.98								
-		4-Wire DS1 Digital Loop - Zone 2 4-Wire DS1 Digital Loop - Zone 3	<u> </u>			USLXX	194.96 491.94	245.16	152.98	 							
	1	4-Wile Do I Digital Loop - Zone 3	<u> </u>	3	USL, NICDI	USLAX	491.94	245.16	152.98			l	l .			l	<u> </u>

UNBUNDLED N	NETWORK ELEMENTS - Mississippi												Attachment:	2	Exhibit: C	
CATEGORY	RATE ELEMENTS	Interi m	Zone	BCS								Submitted Manually		Charge -	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
							Nonrec	urring	Nonrecurring	Disconnect			oss	Rates(\$)		
						Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED E	EXCHANGE ACCESS LOOP															
Rearra	ngements															
	EEL to UNE-L Retermination, per 4 Wire Unbundled DS1 Loop			USL	UREEL		100.90	42.96								
ADDITIONAL N	NETWORK ELEMENTS															i l
Service	Rearrangements															i
	NRC - Change in Facility Assignment per circuit Service Rearrangement	1		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETD		100.90	42.96								
	NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	ı			URETB		1.28	1.28								
	NRC - Order Coordination Specific Time - Dedicated Transport	- 1		UNC1X	OCOSR		18.87	18.87								1
				UNCVX, UNCDX, UNC1X, UNC3X, UNCSX, U1TD1, U1TD3, U1TS1, UE3, UDLSX, U1TVX, U1TDX, U1TUB, ULDVX, ULDD1, ULDD3,	0.10.11	0.00		200	0.00							
INDINDI	Commingling Authorization		<u> </u>	ULDS1	CMGAU	0.00	0.00	0.00	0.00	0.00						\vdash
	EXCHANGE ACCESS LOOP	-	1													
4-WIRE	DS1 DIGITAL LOOP	<u> </u>	L_	LICL NITCDA	LICL VV	70.00	252.02	450.45	40.40	10.07						
	4-Wire DS1 Digital Loop - Zone 1	 		USL, NTCD1	USLXX	79.08	253.93	158.45	46.10	12.07						
 	4-Wire DS1 Digital Loop - Zone 2			USL, NTCD1 USL, NTCD1	USLXX	129.38 206.74	253.93	158.45 158.45	46.10 46.10	12.07	 	-				
 	4-Wire DS1 Digital Loop - Zone 3 4-Wire DS1 Digital Loop - Zone 4	 		USL, NTCD1	USLXX	206.74 458.46	253.93 253.93	158.45	46.10	12.07 12.07						
	4-vvire DST Digital Loop - Zone 4		4	USL, NTCDT	OSLXX	458.46	253.93	158.45	46.10	12.07						

UNBUNDLED	NETWORK ELEMENTS - South Carolina												Attachment:	2	Exhibit: C	
CATEGORY	RATE ELEMENTS	Interi m	Zone	BCS	usoc	Svc Order Submitted Elec per LSR pe							Charge -	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
							Nonrec	urring	Nonrecurring	Disconnect			oss	Rates(\$)		
						Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED	EXCHANGE ACCESS LOOP															
Rearra	ngements															
	EEL to UNE-L Retermination, per 4 Wire Unbundled DS1 Loop			USL	UREEL		101.30	43.13								
ADDITIONAL	NETWORK ELEMENTS															
Servic	e Rearrangements															
	NRC - Change in Facility Assignment per circuit Service Rearrangement	ı		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETD		101.30	43.13								
	NRC - Change in Facility Assignment per circuit Project Management (added to CFA per circuit if project managed)	ı		U1TVX, U1TDX, UEA, UDL, U1TUC, U1TUD, U1TUB, ULDVX, ULDDX, UNCVX, UNCDX, UNC1X	URETB		1.28	1.28								
	NRC - Order Coordination Specific Time - Dedicated Transport			UNC1X	OCOSR		18.90	18.90								
				UNCVX, UNCDX, UNC1X, UNC3X, UNCSX, U1TD1, U1TD3, U1TS1, UE3, UDLSX, U1TVX, U1TDX, U1TUB, ULDVX, ULDD1, ULDD3,												
	Commingling Authorization			ULDS1	CMGAU	0.00	0.00	0.00	0.00	0.00						
	EXCHANGE ACCESS LOOP															
4-WIR	DS1 DIGITAL LOOP		<u> </u>													
	4-Wire DS1 Digital Loop - Zone 1			USL, NTCD1	USLXX	79.51	253.03	157.89	44.80	11.73						
	4-Wire DS1 Digital Loop - Zone 2			USL, NTCD1	USLXX	136.00	253.03	157.89	44.80	11.73						
\Box	4-Wire DS1 Digital Loop - Zone 3	1	3	USL, NTCD1	USLXX	229.15	253.03	157.89	44.80	11.73	l		1	l	l	

													Exhibit: C				
														Incremental	Incremental		Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	ORY	RATE ELEMENTS		Zone	BCS	USOC			RATES(\$)				per LSR	Order vs.	Order vs.	Order vs.	Order vs.
			m									•		Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
-							Rec	Nonrecurring First	Add'l	Nonrecurring First	Add'l	SOMEC	SOMAN	SOMAN	Rates(\$) SOMAN	SOMAN	SOMAN
			1				Rec	FIISL	Add I	FIISL	Add I	SOMEC	SOWAN	SOWAN	SOMAN	SOWAN	SOWAN
UNBU	IDLED E	XCHANGE ACCESS LOOP															
	Rearran	ngements															
		EEL to UNE-L Retermination, per 4 Wire Unbundled DS1 Loop			USL	UREEL		130.47	40.11								
ADDIT	ONAL N	ETWORK ELEMENTS															
	Service	Rearrangements															
					U1TVX, U1TDX,												
					UEA, UDL, U1TUC,												
					U1TUD, U1TUB,												
					ULDVX, ULDDX,												
		NRC - Change in Facility Assignment per circuit Service			UNCVX, UNCDX,												
		Rearrangement	- 1		UNC1X	URETD		130.47	40.11								
					U1TVX, U1TDX,												
					UEA, UDL, U1TUC,												
					U1TUD, U1TUB,												
					ULDVX, ULDDX,												
		NRC - Change in Facility Assignment per circuit Project			UNCVX, UNCDX,												
		Management (added to CFA per circuit if project managed)	<u> </u>		UNC1X	URETB		1.28	1.28								
		NRC - Order Coordination Specific Time - Dedicated Transport	<u> </u>	_	UNC1X	OCOSR		18.93	18.93								
					UNCVX, UNCDX,												
					UNC1X, UNC3X,												
					UNCSX, U1TD1,												
					U1TD3, U1TS1,												
					UE3, UDLSX,												
					U1TVX, U1TDX,												
					U1TUB, ULDVX,												
					ULDD1, ULDD3,												
		Commingling Authorization	ļ		ULDS1	CMGAU	0.00	0.00	0.00	0.00	0.00						
UNBU		XCHANGE ACCESS LOOP	ļ														
		DS1 DIGITAL LOOP	ļ	L.	LIGI NITORA	1101.101	=1.00	010.00	010 =0	20.00							
		4-Wire DS1 Digital Loop - Zone 1	ļ		USL, NTCD1	USLXX	51.38	313.08	219.72	96.86	40.45						
<u> </u>		4-Wire DS1 Digital Loop - Zone 2	ļ		USL, NTCD1	USLXX	76.98	313.08	219.72	96.86	40.45			1			
		4-Wire DS1 Digital Loop - Zone 3		3	USL, NTCD1	USLXX	128.54	313.08	219.72	96.86	40.45				l		